

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

LENDING SOLUTIONS LIMITED

We, being the members of the Company who at the date of this resolution are entitled to attend and vote at a general meeting of the company and in accordance with section 381A of the Companies Act 1985 ("Act"), resolve as follows:

1. **That** notwithstanding any existing provisions of the memorandum and articles of association of the Company it is approved that the Company enter into:
  - 1.1 an amendment and restatement agreement to be entered into between the Company, the Lending Solutions Holdings Limited ("LSHL"), esurv Limited, Reeds Rains Limited ("Reeds Rains"), Homefast Property Lawyers Limited, Barclays Bank PLC (in its various capacities) and Lloyds TSB Bank Plc (in its various capacities) ("**Amendment and Restatement Agreement**"); and
  - 1.2 a new CAS Facility to be entered into between the Company, LSHL, Reeds Rains, esurv Limited and the Bank.(the documents above being hereinafter referred to as "**the Documents**").
2. **That** Simon Embley, Dean Fielding and Paul Latham (or in the case of documents executed as deeds, any two of the same) be and is/are authorised (as set out in the directors certificate for the Company) to sign each of the Documents referred to at paragraphs 1.1 and 1.2 above and deliver the same on behalf of the Company.
3. **That** the execution, delivery and performance of the Documents will be for the benefit of and in the best interests of the Company for the purpose of carrying on its business and there is full and fair consideration to the Company for the obligations and its undertaking in respect of the same.

Signed by, or by duly authorised representatives on behalf of, all the members of the Company who as at the date of these resolutions would be entitled to attend and vote at a general meeting of the Company had the resolutions been put to such a meeting.



Signed: ..... Dated: .....

**Simon Embley**

Signed: ..... Dated: .....

**Dean Fielding**

Signed: ..... Dated: .....

**Paul Latham**

Signed: ..... Dated: .....

**David Newnes**

Signed: ..... Dated: .....

**Andrew Mohun-Smith**

Signed: *P. Curran* ..... Dated: *7/10/05* .....

**Barclays Private Equity European  
Fund 'A'**

Signed: *P. Curran* ..... Dated: *7/10/05* .....

**Barclays Private Equity European  
Fund 'B'**

Signed: *P. Curran* ..... Dated: *7/10/05* .....

**Barclays Private Equity European  
Fund 'C'**

Signed: *P. Curran* ..... Dated: *7/10/05* .....

**Barclays Private Equity European  
Fund 'D'**

Signed: *P. Curran* ..... Dated: *7/10/05* .....

**Barclays Private Equity European  
Fund GMBH & Co KG acting by its  
manager Barclays Private Equity  
Limited**

Signed: *P. Curran* ..... Dated: *7/10/05* .....

**BPE European Partner LP acting by its  
manager Barclays Private Equity  
Limited**

Signed: ..... *P. Gribble* ..... Dated: ..... *7/10/05* .....

**EUROVENT**

Signed: ..... *P. Gribble* ..... Dated: ..... *7/10/05* .....

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Partnership acting by its manager  
Barclays Private Equity Limited**

Signed: ..... *P. Gribble* ..... Dated: ..... *7/10/05* .....

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Limited**

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**Clink Street Nominees Limited**

Signed: ..... *P. Gribble* ..... Dated: ..... *7/10/05* .....

**PV Nominees No 2 Limited**

Signed: ..... Dated: .....

**Allison Glendenning  
(Signed by her duly authorised  
attorney)**

Signed: ..... Dated: .....

**Alison Traversoni  
(Signed by her duly authorised  
attorney)**

Signed: ..... Dated: .....

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**WRITTEN RESOLUTIONS**

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2. **That** Simon Embley, Dean Fielding and Paul Latham (or in the case of documents executed as deeds, any two of the same) be and is/are authorised (as set out in the directors certificate for the Company) to sign each of the Documents referred to at paragraphs 1.1 and 1.2 above and deliver the same on behalf of the Company.
3. **That** the execution, delivery and performance of the Documents will be for the benefit of and in the best interests of the Company for the purpose of carrying on its business and there is full and fair consideration to the Company for the obligations and its undertaking in respect of the same.

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Partnership acting by its manager  
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Signed: ..... Dated: .....

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Limited**

Signed: ..... Dated: .....

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Signed: ..... Dated: .....

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Dated: 10/10/2005

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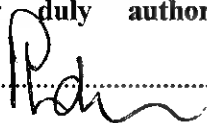
**Clink Street Nominees Limited**

Signed: ..... Dated: .....

**PV Nominees No 2 Limited**

Signed: .....  Dated: 10/10/2005

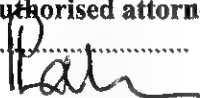
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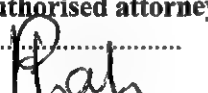
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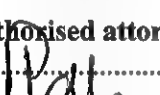
**Kevin Webb  
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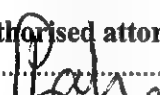
**Martin Murtagh**  
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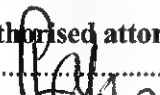
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